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August 29, 2002

**VIA HAND DELIVERY**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
The Portals II  
445 - 12<sup>th</sup> Street, S.W.  
Room TW-A325  
Washington, D.C. 20554

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**AUG 29 2002**

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

**In re: MB Docket No. 02-235**  
**Applications to Transfer of Control of HBC Licensees**  
**BTC/BTCH/BTCFTB-20020723ABL through ADS**

Dear Ms. Dortch

On behalf of Hispanic Broadcasting Corporation ("HBC") and its subsidiary entities which are the licensees of the stations which are the subject of the above-referenced applications to transfer control of the licensees ("HBC Licensees") from the Shareholders of Hispanic Broadcasting Corporation to Univision Communications Inc., there is herewith submitted, in triplicate, an Amendment to the HBC Licensees' portion of the applications.

These applications have been assigned to MB Docket Number 02-235 (see FCC Public Notice DA 02-2026, released August 16, 2002), and it is requested that the Amendment be included into the Commission's ECFS.

Although the above-referenced transfer of control applications were filed with the Commission electronically, counsel has been advised by the Commission's staff that this Amendment may be filed in paper form (due to the number of applications involved in the transaction and the difficulty in amending each of the pending applications electronically.)

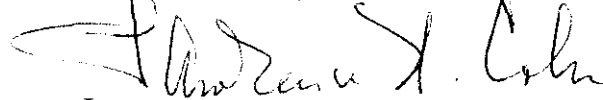
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Ms. Marlene H. Dortch  
August 29, 2002  
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Please direct any communications regarding this matter to the undersigned counsel.

Yours very truly

A handwritten signature in black ink, appearing to read "Lawrence N. Cohn", written over a horizontal line.

Lawrence N. Cohn

Enclosures

cc: David Brown (FCC, Room 2C316, w/encl.)  
Office of Broadcast License Policy

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FEDERAL COMMUNICATIONS COMMISSION  
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Amendment

The responses to Section III, Question 2 and Question 3 of the licensees' portion of the pending applications to transfer control of the stations licensed to the subsidiaries of Hispanic Broadcasting Corporation ("HBC")<sup>1</sup> from the Shareholders of Hispanic Broadcasting Corporation to Univision Communications Inc. ("UCI") are hereby amended as set forth below.

Section III, Question 2

Add to the list of authorizations to be transferred the construction permit held by HBC License Corporation for a new FM booster station (KHOT-FM1), at Phoenix, Arizona (Facility ID No. 136351). See BMPFTB-20020506, granted July 10, 2002.

Pursuant to Section 1.65 of the Commission's rules, it is reported that on August 23, 2002, the Commission granted the applications to transfer control of Rawhide Radio, LLC, licensee of Stations KBAE and KVCQ, to HBC Investments, Inc.

Section III, Question 3

In accordance with the FCC Public Notice DA 02-2049, released August 22, 2002 ("Media Bureau Announces Interim Filing and Certification Requirements Regarding Submission of Contracts with Assignment/Transfer of Control Applications"), the response to Question 3 is changed is changed from "yes" to "no."

The Agreement and Plan of Reorganization ("Agreement") between HBC and UCI was submitted to the Commission as Application Exhibit 6 to the licensees' portion of the application. Included with Exhibit 6 was a list of the exhibits to the Agreement (A through G). This list included the titles of the Agreement exhibits. Agreement Exhibit E ("Affiliate Letter") was included in the application.

With reference to Agreement Exhibits A, B, C, D, F, and G, and in accordance with above-referenced FCC Public Notice, the HBC Licensees hereby inform the Commission as follows:

Exhibit A ("HBC Stockholder Support Agreement") provides, among other matters, that certain HBC stockholders are required to vote their stock in favor of the proposed merger and limits the extent to which said stockholders may transfer their shares prior to the merger. HBC Licensees have not provided Exhibit A because it relates to the mechanics by which the proposed transaction will be implemented (the material terms of which are explained in the Agreement) and is therefore not material to the Commission's consideration of the application.

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<sup>1</sup> The identity of the licensees is set forth in an Attachment to the response to Section I, Question 1 and Section III, Question 2 (hereafter referred to as "HBC Licensees").

Exhibit B ("Univision Stockholder Support Agreement") provides, among other matters, that A. Jerrold Perenchio will vote his stock in favor of the proposed merger and limits the extent to which said stockholder may transfer his stock prior to the merger. HBC Licensees have not provided Exhibit B for the same reason as they have not provided Exhibit A.

Exhibit C ("HBC Post-Merger Certificate of Incorporation") and Exhibit D ("HBC Post-Merger Bylaws), both of which are unexecuted, set forth the anticipated HBC Certificate of Incorporation and HBC Bylaws subsequent to the effectuation of the proposed merger. HBC Licensees have not provided Exhibit C and Exhibit D because they refer to the manner in which HBC will be organized post-merger, as a subsidiary entity of UCI, and are therefore not material to the Commission's consideration of the application.


Exhibit F ("Univision Post-Merger Certificate of Incorporation"), which is unexecuted, sets forth the anticipated Univision Certificate of Incorporation subsequent to the effectuation of the proposed merger. HBC Licensees have not provided Exhibit F because it refers to the mechanics by which the proposed transaction will be implemented (the material terms of which are set forth in the Agreement), and is therefore not material to the Commission's consideration of the application.

Exhibit G ("Registration Rights Agreement") provides, among other matters, that certain shareholders in HBC may, under certain circumstances, demand that Univision file a Registration Statement with respect to certain securities. HBC Licensees have not provided Exhibit G for the same reason as they have not provided Exhibit A.

McHenry T. Tichenor, Jr. (President of HBC) and A. Jerrold Perenchio (President of UCI) entered into a Voting Agreement. The Voting Agreement sets forth the way in which Univision's commitment to elect Mr. Tichenor and another individual designated by the HBC Board of Directors to the UCI Board of Directors subsequent to the merger will be effectuated. This commitment was explained in Exhibit 5 of the application. HBC Licensees have not provided the Voting Agreement because the manner in which UCI's commitment to select Mr. Tichenor and a designee of the HBC Board of Directors to positions on the post-merger UCI Board of Directors will be effectuated is not material to the Commission's consideration of the application.

Mr. Tichenor and UCI entered an Employment Agreement which sets forth the terms and conditions upon which Mr. Tichenor will serve as an employee of UCI subsequent to the merger. HBC Licensees have not provided the Employment Agreement because Mr. Tichenor's attributable interest in UCI subsequent to the merger was explained in the application and his employment relationship with UCI is not material to the Commission's consideration of the application.

HBC and UCI exchanged disclosure letters ("HBC Disclosure Letter" and "Univision Disclosure Letter"), which listed the stations licensed to each entities, and other information regarding such matters as financial obligations of third parties, pending litigation, employee benefit plans, agreements with employees, etc. HBC Licensees have not provided these documents because they are not material to the Commission's consideration of the application.



McHenry T. Tichenor, Jr.  
President of Hispanic Broadcasting Corporation  
and President of all HBC Licensees

Date: August 14, 2002